



THE UNITED STATES  
CORPORATION  
COMPANY

A98000001467

ACCOUNT NO. : 072100000032

REFERENCE : 854008 7149102

AUTHORIZATION :

COST LIMIT : \$148.75

*Patricia Pizot*

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 11:31

ORDER DATE : June 12, 1998

ORDER TIME : 11:26 AM

ORDER NO. : 854008-005

CUSTOMER NO: 7149102

CUSTOMER: Ms. Sue Tallmadge  
CENTRES INC.

2 Datran Center, Suite 1602  
9130 S. Dadeland Boulevard  
Miami, FL 33156

100002558881--8

DOMESTIC FILING

NAME: CENTRES LAPLACE LIMITED  
PARTNERSHIP

EFFECTIVE DATE:

*(5)*

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

EXAMINER'S INITIALS:

*(Signature)*

RECEIVED  
98 JUN 12 PM 12:25  
DIVISION OF CORPORATIONS

*W987  
13590*

*bx  
6/15/98*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 11:31

June 12, 1998

**RESUBMIT**

Please give original  
submission date as file date.

ROBERT TURNER  
CSC  
TALLAHASSEE, FL

SUBJECT: CENTRES LAPLACE LIMITED PARTNERSHIP  
Ref. Number: W98000013590

We have received your document for CENTRES LAPLACE LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$148.75. However, the document has not been filed and is being returned for the following:

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey  
Corporate Specialist Supervisor

Letter Number: 098A00033042

RECEIVED  
98 JUN 15 AM 10:51  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 11:31

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CENTRES LaPLACE LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is CENTRES LaPLACE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership").

2. The address of the principal and registered office of the Limited Partnership is:

Two Dattran Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended are:

CENTRES LaPLACE GP, INC.  
a Florida corporation  
9130 South Dadeland Boulevard  
Suite 1528  
Miami, Florida 33156

4. The name and business address of the sole general partner of the Limited Partnership are:

CENTRES LaPLACE GP, INC.  
a Florida corporation  
c/o Centres, Inc.  
3315 North 124<sup>th</sup> Street, Suite E  
Brookfield, Wisconsin 53005

✓ P9800052388

5. The mailing address of the sole general partner of the Limited Partnership is:

c/o Centres, Inc.  
3315 North 124<sup>th</sup> Street, Suite E  
Brookfield, Wisconsin 53005

This Instrument Prepared by:  
Thomas E. Truske, Esq  
Florida Bar No. 0051365  
Centres Inc.  
Two Dattran Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 11:31

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2045.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole general partner of the Limited Partnership as of the 11 of June, 1998.

CENTRES LaPLACE GP, INC.,  
a Florida corporation

By: 

Michelle M. Nennig, Vice President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as Vice President and on behalf of CENTRES LaPLACE GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRES LaPLACE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: June 11, 1998

CENTRES LaPLACE GP, INC.,  
a Florida corporation

By: 

Michelle M. Nennig, Vice President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**STATE OF FLORIDA:**  
**COUNTY OF DADE :**

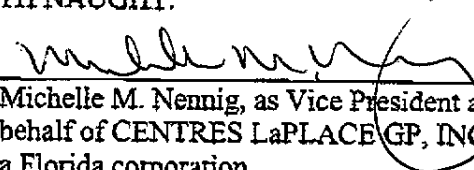
**BEFORE ME**, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Michelle M. Nennig, as Vice President of CENTRES LaPLACE GP, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of CENTRES LaPLACE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the Vice President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$5,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

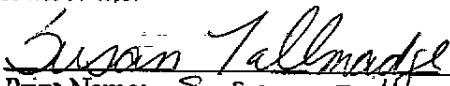
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

**FURTHER AFFIANT SAYETH NAUGHT.**

  
 Michelle M. Nennig, as Vice President and on  
 behalf of CENTRES LaPLACE GP, INC.,  
 a Florida corporation

**THE FOREGOING INSTRUMENT** was acknowledged, sworn to and subscribed before me this 11<sup>th</sup> day of June, 1998, by Michelle M. Nennig, as Vice President of CENTRES LaPLACE GP, INC., a Florida corporation, on behalf of such corporation, and who is personally known to me.

My Commission Expires:

  
 Print Name: Susan Tallmadge  
 NOTARY PUBLIC, STATE OF WISCONSIN  
 Serial No., if any: \_\_\_\_\_  
 Expires: 2-18-01

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 98 JUN 15 AM 11:31